

MACFARLANE JOHN C  
Form 4  
April 07, 2010

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MACFARLANE JOHN C

2. Issuer Name and Ticker or Trading Symbol  
Otter Tail Corp [OTTR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
215 S CASCADE ST  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
04/05/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

FERGUS FALLS, MN 56537-2801  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	04/05/2010		M		15,000	A	\$ 19.75
Common Stock	04/05/2010		S <sup>(1)</sup>		600	D	\$ 22.14
Common Stock	04/05/2010		S <sup>(1)</sup>		800	D	\$ 22.15
Common Stock	04/05/2010		S <sup>(1)</sup>		563	D	\$ 22.17
Common Stock	04/05/2010		S <sup>(1)</sup>		200	D	\$ 22.1725
Common Stock	04/05/2010		S <sup>(1)</sup>		537	D	\$ 22.18

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Common Stock							
Common Stock	04/05/2010	<u>S(1)</u>	400	D	\$ 22.19	68,301.335	D
Common Stock	04/05/2010	<u>S(1)</u>	5,800	D	\$ 22.2	62,501.335	D
Common Stock	04/05/2010	<u>S(1)</u>	4,200	D	\$ 22.21	58,301.335	D
Common Stock	04/05/2010	<u>S(1)</u>	1,200	D	\$ 22.22	57,101.335	D
Common Stock	04/05/2010	<u>S(1)</u>	200	D	\$ 22.23	56,901.335	D
Common Stock	04/05/2010	<u>S(1)</u>	500	D	\$ 22.24	56,401.335	D
Common Stock	04/06/2010	M	10,000	A	\$ 19.75	66,401.335	D
Common Stock	04/06/2010	<u>S(1)</u>	100	D	\$ 22.07	66,301.335	D
Common Stock	04/06/2010	<u>S(1)</u>	200	D	\$ 22.08	66,101.335	D
Common Stock	04/06/2010	<u>S(1)</u>	100	D	\$ 22.085	66,001.335	D
Common Stock	04/06/2010	<u>S(1)</u>	300	D	\$ 22.09	65,701.335	D
Common Stock	04/06/2010	<u>S(1)</u>	900	D	\$ 22.1	64,801.335	D
Common Stock	04/06/2010	<u>S(1)</u>	1,081	D	\$ 22.11	63,720.335	D
Common Stock	04/06/2010	<u>S(1)</u>	100	D	\$ 22.1185	63,620.335	D
Common Stock	04/06/2010	<u>S(1)</u>	100	D	\$ 22.12	63,520.335	D
Common Stock	04/06/2010	<u>S(1)</u>	1,301	D	\$ 22.13	62,219.335	D
Common Stock	04/06/2010	<u>S(1)</u>	100	D	\$ 22.1353	62,119.335	D
Common Stock	04/06/2010	<u>S(1)</u>	1,500	D	\$ 22.14	60,619.335	D
Common Stock	04/06/2010	<u>S(1)</u>	100	D	\$ 22.1443	60,519.335	D
	04/06/2010	<u>S(1)</u>	100	D	\$ 22.145	60,419.335	D

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Common Stock							
Common Stock	04/06/2010	S <sup>(1)</sup>	701	D	\$ 22.15	59,718.335	D
Common Stock	04/06/2010	S <sup>(1)</sup>	100	D	\$ 22.1598	59,618.335	D
Common Stock	04/06/2010	S <sup>(1)</sup>	1,400	D	\$ 22.16	58,218.335	D
Common Stock	04/06/2010	S <sup>(1)</sup>	1,397	D	\$ 22.17	56,821.335 <sup>(2)</sup>	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Options (right to buy)	\$ 19.75	04/05/2010		M	15,000	04/10/2001 <sup>(3)</sup> 04/10/2010	Common Stock	100,000	
Stock Options (right to buy)	\$ 19.75	04/06/2010		M	10,000	04/10/2001 <sup>(3)</sup> 04/10/2010	Common Stock	100,000	
Stock Options (right to buy)	\$ 26.25					04/09/2002 <sup>(3)</sup> 04/09/2011	Common Stock	100,000	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

MACFARLANE JOHN C  
215 S CASCADE ST  
FERGUS FALLS, MN 56537-2801

X

## Signatures

/s/ John C MacFarlane by Debra J Lill,  
Attorney-in-Fact

04/07/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1(c) trading plan adopted by the reporting person on 12/9/2009.
- (2) Total direct holdings include shares jointly held with spouse in the Dividend Reinvestment Plan and the Employee Stock Purchase Plan and shares acquired individually pursuant to Restricted Stock Award distributions.
- (3) Stock options vest in cumulative annual installments of 25% beginning the date shown.

### Remarks:

Due to SEC limitations of 30 transactions per Form 4 filing, please view the second Form 4 filing for full report.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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